

# **BYLAWS**

This is the form of Bylaws adopted by

the Board of Directors

of the

Region A Partnership for Children

on

April 1994

Amended on

February 17, 1998

March 19, 2002

March 16, 2004

June 20, 2006

June 17, 2008

November 18, 2008

**BYLAWS**  
**of**  
**REGION A PARTNERSHIP FOR CHILDREN**

**ARTICLE I**

**Name and Seal**

The name of the Corporation is Region A Partnership for Children (the "Corporation").

The seal of the Corporation will be circular in form which shall bear the legend "Corporate Seal of Region A Partnership for Children" and words indicating that the Corporation was incorporated in North Carolina.

**ARTICLE II**

**Purposes of the Corporation**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Revenue Laws (the "Code"), including the development of innovative approaches and strategies for aiding parents and families in the education and development of children in Cherokee, Clay, Graham, Haywood, Jackson, Macon, and Swain Counties, North Carolina.

**ARTICLE III**

**Members**

The Corporation shall have no members.

**ARTICLE IV**

**Offices and Registered Agent**

1. **Offices.** The Corporation continuously shall maintain in North Carolina a registered office at such place as may be designated by the Board of Directors. The principal office of the Corporation and such other offices as it may establish shall be located at such place(s) either within or without North Carolina, as may be designated by the Board of Directors.
2. **Agent.** The Corporation continuously shall maintain within North Carolina a registered agent.
3. **Changes.** Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with the North Carolina Nonprofit Corporation Act.

**ARTICLE V**

**Board of Directors for the Corporation**

1. **General Powers and Duties.** The property, business, and affairs of the Corporation shall be managed, controlled, and directed by a Board of Directors. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation or the North Carolina Nonprofit Corporation Act that are necessary or convenient to carry out the purposes of the Corporation and which support and foster the purposes of the Corporation as established in these Bylaws. The Board shall oversee the hiring and dismissal of Partnership employees. In general, the board shall make policy, hire and oversee the work of staff, and assure the financial stability of the Corporation.
2. **Composition.** The Board of Directors shall consist of all members required by the action of the North Carolina General Assembly and by the North Carolina Partnership for Children Board of Directors. The Board of Directors shall also include:
  - a. Each County Smart Start Team Leader (7);
  - b. The Qualla Indian Boundary Smart Start Team Leader (1);
  - c. The director/appointee of a community action agency (1);
  - d. The director/appointee of the Child Development Services Agency (1);
  - e. The director/appointee of the Southwestern North Carolina Economic Planning and Development Commission (1); and
  - f. The director/appointee of Southwestern Child Development Comm. (1)
3. **Selection of Members.** The Nominating Committee will be responsible for selecting nominees to fill Board positions and officers of the Board. These nominees shall be presented to the full Board for approval on a yearly basis and/or when vacancies on the Board appear. The Nominating Committee will be responsible for maintaining members with strong leadership on the Board and shall regularly consult with county/boundary team leaders who are responsible for maintaining updated lists of potential Board members.
4. **Officers of the Board.**
  - **Chair.** The Chair shall preside at meetings of the Board and perform such other duties as may be directed by the Board. The Chair shall be elected at each annual meeting of the Board by the Board of Directors from among its members.
  - **Vice-Chair.** The Board may elect from among its members a Vice-Chair who shall preside at all meetings of the Board when the Chair is absent and perform any other duties as designated by the Board.
  - **Secretary/Treasurer.** The Board shall elect from among its members a Secretary/Treasurer who shall preside at all meetings of the Board when the Chair and Vice-Chair are absent and who, with the assistance of the Corporation staff, shall be responsible for keeping an accurate record of the proceedings and actions of the Board. The Secretary/Treasurer shall have the custody of the corporate seal and shall maintain, with the assistance of the staff, that the corporate seal and a current record of all the persons who are Directors of the Corporation are maintained; showing their respective places of residence, and such book shall be open for inspection as prescribed by law. Subject to the control of the Board of Directors, the Secretary/Treasurer shall in general perform all the duties incident to the office of Secretary/Treasurer, and shall perform such other duties as the Board or the President may assign.

The Secretary/Treasurer shall also have the custody of all funds, property, and securities of the Corporation, subject to such regulations as the Board of Directors may impose. The Secretary/Treasurer shall be bonded for the faithful performance of duties in such sum and with such sureties as the Board may require. When necessary or proper, the Secretary/Treasurer, on behalf of the Corporation, may endorse for collection checks, notes, and other obligations, and shall deposit the proceeds to the credit of the Corporation at such bank or banks as the Board may designate by resolution as depository. The Secretary/Treasurer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board, the Secretary/Treasurer shall sign all checks of the Corporation and all bills of exchange issued by the Corporation, except in cases where the signing and execution thereof shall be expressly assigned by the Board or by these Bylaws to some other officer or agent of the Corporation. The Secretary/Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Corporation. The Secretary/Treasurer shall assure that full and accurate books of account are maintained reflecting the transactions, assets, and obligations of the Corporation and shall exhibit such books at all reasonable times to any Director on application at the offices of the Corporation. In general, the Secretary/Treasurer shall perform all the duties incident to the office of Secretary/Treasurer, subject to the control of the Board.

5. **Term.** The Board of Directors shall be divided into two categories of membership. The first category of membership shall be composed of those directors who are named in article V, Section 2; their terms shall not expire. The second category shall be composed of the remaining directors and they will serve three year terms. Board members in the second category may select to serve one additional three-year-term, but thereafter may serve an additional term only after a one-year break in service. If a Board member is serving in a mandated slot as outlined in Article V, Section 2 and is the only person who can fill that slot, that Board member may designate an appointee to serve in their place for one three year term at a time. The appointee shall have the same rights and responsibilities as the mandated Board member.
6. **Compensation.** Members of the Board shall receive reasonable travel and subsistence expenses. No further compensation shall be allowed to members of the Board.
7. **Resignation.** A Director may resign at any time by giving notice thereof in writing to the Chair. In the event of a resignation, a new director shall be appointed in the same manner in which the resigned director was appointed. The new director shall complete the term of the resigned director.
8. **Committees.**
  - **Executive Committee.** The Executive Committee shall consist of two classifications of members. Voting members shall consist of the Chair, Vice-Chair, Secretary, and Treasurer. Non-voting Advisory members shall consist of the seven (7) county Smart Start Team Leaders, the Qualla Indian Boundary Smart Start Team Leader, and other members of the Board of Directors appointed by the Chair and approved by the Board of Directors. The Voting-members of the Executive Committee shall have and may exercise all the authority of the Board in matters pertaining to the basic governance of the Corporation between meetings of the Board except as limited by N.C.G.S. § 55A-23. The Non-voting Advisory members shall have authority to offer advice and counsel to the Voting members of the Executive Committee but will not have authority to vote on any matters considered by the Executive Committee.
  - **Other Board Committees.** The Chair of the Board may establish any committees deemed necessary to carry out the work of the Corporation. The Chair shall appoint Board members to these committees, and the Chair shall designate Chairs for each committee. Committees serve in an advisory capacity to the Board.

**ARTICLE VI**

**Officers of the Corporation**

1. **Officers.** The officers of the Corporation shall be the President, who shall be a member of the Board of Directors of the corporation and who shall also act as chairman of the Board of Directors of the Corporation, an Assistant Secretary and any other officers that the Board of Directors may designate. Individuals to serve in these capacities shall be designated by the Board of Directors and given powers and duties consistent with these Bylaws. No officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law, by the Articles of Incorporation, or by the Bylaws to be executed, acknowledged, or verified by two or more officers.
2. **Officers of the Corporation.**
  - **President.** The President shall have and exercise general charge and supervision of the affairs of the Corporation, and shall perform such other duties and have such powers as the Board of Directors may assign.
  - **Assistant Secretary.** The Board may elect one or more Assistant Secretaries not from among its members who may assist the President in the performance of his/her duties and shall have all legal authority to perform those duties.
3. **Removal.** Any Officer of the Corporation may be removed from office upon two-thirds vote of the membership of the Board then in office at any regular or special meeting called for that purpose. Any Officer of the Corporation proposed to be removed shall be entitled to at least five days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.
4. **Terms of Officers and Executive Committee Chair and Vice-Chair.** The terms of the Executive Committee members, Officers and Chair and Vice-Chair shall be from the time of their election to the next annual meeting or until their successors are chosen.

**ARTICLE VII**

**Meetings**

1. **Regular Meetings.** The Board of Directors shall meet at such regular times and dates as designated by the Chair of the Board, through a written call of the majority of Board members, or upon resolution of the Board. The annual meeting of the Board shall be held each year in August or at such other time as the Board may fix, for the purpose of appointing directors and officers and for the transaction of other business.

Written notice of the time, date, and place of Board meetings shall be given by the Chair of the Board or the President of the Corporation to each member of the Board at least ten (10) days in advance of the meeting.
2. **Place of Meetings.** The meetings of the Board of Directors shall be held at the principal office of the Corporation, or at such other place as the Chair of the Board of Directors may designate.
3. **Special Meetings.** The times, dates, and places of special meetings of the Board may be set at the call of the Chair, upon written call by the majority of Board members, or upon resolution of the Board. Notice shall be

given by the usual means of communication at least ten (10) days prior to a special meeting, unless waived in writing by all members.

4. Attendance. Attendance by a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.
5. Notice of Intention to Attend; Attendance Required. Members of the Board shall be required to notify the Chair of the Board or President of the Corporation of their inability to attend a lawfully scheduled meeting within three (3) days of the receipt of a meeting notice.
6. Three unexcused absences from Board meetings annually shall constitute resignation from the Board. Notice of such shall be given by the Chairman of the Board.
7. Quorum. One third (33 1/3%) of the members of the Board shall constitute a quorum for the transaction of business. The quorum shall be determined at the beginning of the business meeting.
8. Parliamentary Rules. All meetings shall be conducted in an open, orderly and fair manner utilizing the Consensus methodology, also known as collaborative problem solving or deliberation. In the event the Board is unable to reach Consensus after due deliberation, Robert's Rules of Order, as revised, shall be employed to render the Board's decision.
9. Manner of Acting. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all matters before the Board of Directors that result in the inability to reach Consensus, shall be decided by a majority vote (fifty percent plus 1) vote of the Directors present at a meeting at which a quorum exists. In the event a Board member cannot be present at a meeting, that Board member may appoint a proxy to present their point of view during Consensus deliberations but the proxy may not vote in the event Consensus cannot be reached and Robert's Rules of Order, as revised, is utilized to reach a decision.

Any one or more or all of the Directors or members of a committee may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications device that allows all persons participating in the meeting to interact with each other. Participation in a meeting by means of a conference telephone or similar communications device shall be deemed presence in person at such meeting.

10. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of a committee of Directors may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all the Directors in office or all of the members of the Committee of Directors and all of the Directors in office or all of the members of the Committee of Directors consent to such action in writing setting forth the action taken. Such consent in writing shall be filed with the minutes of the proceedings of the Board or the committee and have the same force and effect as a vote of the Board of Directors or of the committee at a meeting, whether done before or after the action so taken.
11. Compliance with State Requirements. So long as the Corporation receives funding from the State of North Carolina, it shall conduct its operations, including its meetings, in a manner comparable to Article 33C of Chapter 143 of the North Carolina General Statutes (the Open Meetings Law), and Chapter 132 of the North Carolina General Statutes (the Public Records Law).

## ARTICLE VIII

### Contracts, Checks, Deposits, and Funds

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to specific instances.

2. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
3. **Checks and Drafts.** All checks, drafts, or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution by the Board of Directors.
4. **Funds.** All funds of the Corporation, not otherwise employed, shall be deposited to the credit of the Corporation such as banks, trust companies, or other depositories as the Board may select, or as may be designated by any officer, officers, agent, or agents of the Corporation to whom the Board may delegate such power.
5. **Acceptance of Gifts.** The Board, or any officer or officers or agent or agents of the Corporation to whom such authority may be delegated by the Board, may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of the Corporation.
6. **Audits.** Annually, or on request of a majority of the Board, the accounts of the Corporation shall be audited by a reputable certified public accountant or the State Auditor, whose report shall be submitted to each member of the Board.
7. **Bond.** At the direction of the Board, any officer or employee of the Corporation shall be bonded. The Corporation shall pay the expense of procuring any such bond.

## ARTICLE IX

### Indemnification

Any such person who at any time serves or has served as a member of the Board of Directors or officer of this Corporation, or in such capacity (as officer or director), at the request of the Corporation for any other corporation, whether for profit or non-profit, shall have the right to be indemnified by the Corporation to the fullest extent permitted by law against:

- Reasonable expenses, including attorney's fees actually and necessarily incurred by him or her in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity and
- Reasonable payments made by him or her in satisfaction of any judgment, money decree, lien, penalty, or settlement for which he or she may have become liable in any such action, suit, or proceeding.

The Board of Directors shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification provided by this Bylaw, including without limitation, to the extent necessary, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her.

## ARTICLE X

### Relations with Public Bodies

1. **Grants and Appropriations.** The Corporation contemplates that in the conduct of its affairs it will from time to time receive grants or appropriations from public bodies of North Carolina. Expenditures by the Corporation of such grants or appropriations shall be made only for public purposes and only for the

charitable purposes of the Corporation and according to law.

2. **Report to Public Bodies.** Annually within thirty (30) days after the annual audit required by Article VIII, Section 6 shall have been delivered to each member of the Board, the Chair shall transmit a copy of the annual audit management report to any public body of the State of North Carolina from which any grant or appropriation has been received during the fiscal year to which such audit applies, together with a report briefly stating the nature of the activities carried on by the Corporation during that fiscal year and stating the Corporation's compliance, to the best of the knowledge of the Chair, with the provisions of this Article X.
3. **Audit by State Auditor.** So long as the Corporation receives funding from the State of North Carolina, the Corporation shall be subject to the audit and review by the State Auditor pursuant to Article 5A of Chapter 147 of the North Carolina General Statutes.

#### ARTICLE XI

##### Fiscal Year

Except as altered by a resolution of the Board of Directors, the fiscal year of the Corporation shall begin on the first day of each July and end on the last day of June next ensuing.

#### ARTICLE XII

##### Prohibition Against Sharing in Corporate Earnings

No director, officer, employee, or member of a committee of the Corporation, or any other private individual (within the meaning of Section 501 of the Internal Revenue Code or its successor provisions), shall at any time receive any of the net earnings from the activities of the Corporation, but this shall not prevent the payment to any person of such reasonable compensation that the Board of Directors shall fix for services rendered to or for the Corporation in effecting any of its purposes; and no such person shall be entitled to share in the distribution of any corporate assets on the dissolution of the Corporation. All directors of the Corporation shall be deemed expressly to have consented and agreed that upon such dissolution or similar winding-up of the affairs of the corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board, after satisfaction of the Corporation's liabilities, shall be transferred, conveyed, delivered, and paid over as provided in the Articles of Incorporation.

#### ARTICLE XIII

##### General Provisions

1. **Limit of Use of Property and Funds to Purposes of the Corporation.** No funds or property of the Corporation shall be devoted to or expended for any purpose or objective not stated in the Corporation's Articles of Incorporation, but all the Corporation's funds and properties shall at all times be used exclusively for said corporate purposes. In no event shall any of the funds or property of the Corporation be used for personal benefit, by way of compensation, directly or indirectly, of these directors.
2. **Waiver of Notice.** Whenever any notice is required to be given to any director or other person under the provisions of these Bylaws, the Articles of Incorporation, or any applicable law, a waiver thereof and writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.
3. **Amendments.** These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, at any meeting of the Board of Directors, by a vote of a majority of the Directors in office, when a quorum is present and if at least ten days written notice is given of the intention to take such action at such meeting.